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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re

HANJIN SHIPPING CO., LTD.,

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 16-27041 (JKS)

**Re: Bankr. Docket Nos. 634, 620, 617,
616, 615, 613, 599**

U.S. District Court Case (Appeal)
Case No. 2:17-cv-00847-KM

**INTERVENOR-APPELLEE TERMINAL INVESTMENT LIMITED
S.Á. R.L.'S DESIGNATION OF ADDITIONAL ITEMS TO BE
INCLUDED IN THE RECORD ON APPEAL**

Intervenor-appellee Terminal Investment Limited S.á. r.l. (“TiL”) hereby makes the following designations of additional items to be included in the record on appeal pursuant to Bankruptcy Rule 8009.¹

1. **Bankruptcy ECF Docket Nos.:** 628, 627, 620, 612, 567, 559, 539, 496, 433, 431, 429, 392, 104, 102, 80, 49, 22, 5, 4, 3, and 1.
2. **Joint Trial Exhibits.** The following joint trial exhibits admitted into evidence:

Exhibit No.	DESCRIPTION	Under Seal (X)
1	Exhibit B - TTI - HTEC Purchase and Sale Agreement	
2	Exhibit C - Korean Sale Order	
3	Second Amended and Restated Limited Liability Company Agreement of Total Terminals, LLC (“ <u>TTI</u> ”)	X
4	TTI Credit Agreement	X
5	Hanjin/TiL Pledge Agreement	X
6	Subordination Agreement	X
7	Hanjin Guaranty to City of Long Beach	X
8	Transpacific Business Sale Notice (English Translation)	
9	Transpacific Business Bidding Procedures (Korean)	X
10	Transpacific Business Sale Notice (Korean)	
11	Transpacific Business Bidding Procedures (English Translation)	X

¹ TiL intends to move to intervene in the appeal pursuant to Fed. R. Bankr. P. 8013(g).

12	Wells Fargo/Hanjin UCC Financing Statement	
13	Jefferies Letter re: Bid Process	X
14	Letter from Hyundai Merchant Marine Co., Ltd. (" <u>HMM</u> ") to Hanjin, dated 12/20/16	X
15	Joint Bid Letter from HMM and TIL to Hanjin, dated 11/28/16 re: additional qualifications (TIL Signature)	X
16	Joint Bid Letter from HMM and TIL to Hanjin, dated 11/28/16 re: additional qualifications (HMM Signature)	X
17	Long Beach Port Lease	X
18	Long Beach Port Lease (Continued)	X
19	Project Titan – Review of Preliminary Proposals Received (Jefferies)	X
20	TTI Board of Directors Meeting Financial Update (November 1, 2016)	X
21	KLC Email Refusing to Match	X
22	TIL Signature to Draft PSA	
23	Draft PSA rejected by Korean Court	
24	TTI Board of Directors Meeting Liquidity Update (December 12, 2016)	X
25	Seattle Port Lease Assignment & Assumption Consent	X
26	Credit Agreement Forbearance Agreement	X

27	Hanjin Shipping Rehabilitation Claim (TTI claim #3836 for 35,453,329,673)	
28	Hanjin Shipping Rehabilitation Claim (TTI claim #3837 for 7,556,254,217)	
29	Korean Court Order Approving KLC as Preferred Bidder (November 22, 2016)	
30	Junior Subordination and Intercreditor Agreement	X
31	Notice of Motion of Foreign Representative to Enforce Provisional Relief Orders and Sections 363 and 365(e) of the Bankruptcy Code [D.I. 440] (November 17, 2016)	
32	TTI LGB Pier T Minimum Annual Compensation Calculation and TTI Seattle Pier 46 Minimum Annual Compensation Calculation	X
33	TTI Board of Directors Meeting Financial and Legal Update (November 16, 2016)	X
34	Port of Los Angeles Cargo Terminals Map	
35	Port of Long Beach Map	
36	San Pedro Bay Map	
37	[Bidder] offer, dated June 14, 2016	X
38	[Bidder] offer	X
39	ROFR notice to TIL, dated July 15, 2016	X
40	Letter from TIL to Hanjin, dated 9/2/16	X
41	Letter from TIL to Hanjin, dated 10/4/16	X

42	Jefferies TTI Report	X
43	Joint Bid Letter from HMM and TIL to Hanjin, dated 11/28/16 (TIL Signature)	X
44	Joint Bid Letter from HMM and TIL to Hanjin, dated 11/28/16 (HMM Signature)	X
45	Shareholder Loan Agreement between Hanjin and Hanjin TEC	X
46	Hahn & Company Offer Letter, dated 11/28/16	X
47	Supplemental Hahn & Company Offer Letter, dated 11/28/16	X
48	TIL Term Sheet	X
49	Letter from Jefferies to SM Group, dated 12/2/16 re: update on bid process	X
50	Shareholder Loan Agreement between Hanjin and TTI, dated 3/25/09	X
51	Addendum to Shareholder Loan Agreement between Hanjin and TTI, dated 3/25/14	X
52	Addendum to Shareholder Loan Agreement between Hanjin and TTI, dated 1/2/12	X
53	Shareholder Loan Agreement between Hanjin and TTI, dated 6/26/09	X
54	Addendum to Shareholder Loan Agreement between Hanjin and TTI, dated 6/26/14	X

55	Addendum to Shareholder Loan Agreement between Hanjin and TTI, dated 1/2/12	X
56	Shareholder Loan Agreement between Hanjin and TTI, dated 6/25/12	X
57	Addendum to Shareholder Loan Agreement between Hanjin and TTI, dated 6/26/12	X
58	Shareholder Loan Agreement between Hanjin and TTI, dated 12/26/13	X
59	HMM Power of Attorney	X
60	TIL BOD Meeting Minutes 11/25/16	X
61	Declaration of K.W. Jeong in Support of Motion to Enforce	
62	Declaration of Richard Morgner in Support of Motion for Sale Order	
63	Declaration of Wan Shik Lee	
64	Korean Debtor Rehabilitation and Bankruptcy Act (DRBA)	
65	TTI Cash Flow Model (as of 1/5/2017)	X
66	Jonathan Mitchell CV	
67	Morgner Deposition Transcript	X
68	November 23 TIL Letter	X
69	November 26 TIL Letter	X
70	November 25 A&O Letter	X
71	November 16, 2016 TTI Financials	X
72	TTI UCC Financing Statement December 29, 2014	

73	TTI UCC Financing Statement October 21, 2016	
74	Shareholder Loan Spreadsheet	X
75	Dr. Hyun Kim Declaration	
76	Supplemental Dr. Hyun Kim Declaration	
77	Chiyong Rim Declaration	
78	Wan Shik Lee Declaration	

3. **Witness Exhibits.** The following compilations of exhibits (including each exhibit therein) used in witness testimony: D1, D2, and D3.
4. **Additional Items.** TiL also designates the transcript of the Sale Hearing held on January 12, 2017, which is not on the Bankruptcy Docket in this case. TiL understands that the January 12, 2017 transcript is currently being prepared by the transcriber and will be available later this month.

[Signature Page to Follow]

Dated: March 9, 2017

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